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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3556795

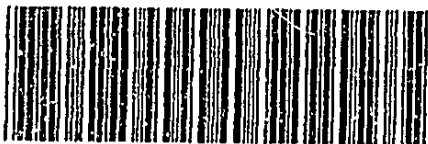
The Registrar of Companies for England and Wales hereby certifies that

BROOMCO (1545) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

NORPRINT LABELLING SYSTEMS LIMITED

Given at Birmingham, the 13th July 1998



\*C03556795C\*

*H. Gumbs.*  
H. GUMBS (MISS)

For The Registrar Of Companies



C O M P A N I E S H O U S E

paid £100  
M. J. J. J.  
207901

Company No: 3556795

THE COMPANIES ACTS 1985 AND 1989

COPY SPECIAL RESOLUTIONS

of

BROOMCO (1545) LIMITED



At an extraordinary general meeting of the company held on 12<sup>L</sup> July 1998 the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT the share capital of the company be increased by £2,554,000 by the creation of a further 104,000 ordinary shares of £1 each, 82,500 'A' ordinary redeemable shares of £1 each and 2,367,500 cumulative redeemable preference shares of £1 each, each having the rights set out in the Articles of Association of the company adopted pursuant to Resolution 4 below.
2. THAT the directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 ("the Act") to allot;
  - 2.1 up to 104,998 ordinary shares of £1 each;
  - 2.2 up to 82,500 'A' ordinary redeemable shares of £1 each; and
  - 2.3 up to 2,367,500 cumulative redeemable preference shares of £1 each.

Provided that this authority shall expire on the fifth anniversary of the date of this resolution and that the directors shall be entitled under the authority conferred by Section 80(7) of the Act and of this Resolution to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities of the Company to be allotted after the expiry of such authority.

3. THAT all previous authorisations given by the company in General Meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked and the directors be and are hereby empowered pursuant to Section 95 of the Act to allot the shares referred to in Resolution 2 above pursuant to the authority conferred by Resolution 2 above as if Section 89(1) of the Act did not apply to such allotment provided that such power shall expire on the fifth anniversary of the date

of this resolution save that the directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

4. **THAT** the regulations contained in the printed document now produced to the meeting and, for the purpose of identification, signed by the Chairman of the meeting, be and are hereby adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association of the company.
5. **THAT** the name of the company be changed from "Broomco (1545) Limited" to "Norprint Labelling Systems Limited".



Chairman